



DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

July 23, 1988

RECORDATION NO. 20850-B FILED

RECEIVED
SURFACE TRANSPORTATION
BOARD

JUL 27 11 49 AM '98

JUL 27 '98

11-49 AM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Amendment No. 2, dated as of June 3, 1998 between the following parties:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Lessee: United States Gypsum Company
125 S. Franklin Street
Chicago, IL 60606-4678

Please see Exhibit A, attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a secondary document. The lease in which this document is related to is recorded under Recordation Number 20850 and a subsequent Amendment #1 is recorded under Recordation Number 20850-A.

The amount of \$26.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

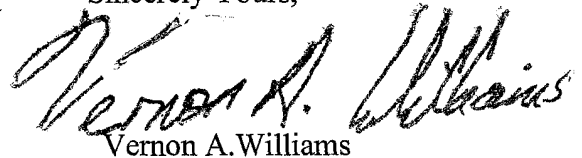
OFFICE OF THE SECRETARY
Shelley B. Bacon
DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202-4214

DATE: 7/27/98

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 7/27/98 at 11:49AM, and
assigned recordation number(s). 20850-B.

Sincerely Yours,

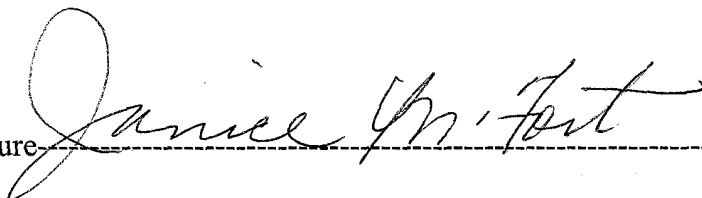


Vernon A. Williams

Enclosure(s)

26.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature 

JUL 27 '98

11-49 AM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 2**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 2** ("Memorandum of Lease Amendment No. 2") entered into this 3rd day of June, 1998, is intended to evidence the Amendment No. 2 to Railroad Equipment Lease dated as of June 3, 1998 (the "Lease Amendment No. 2"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **UNITED STATES GYPSUM COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum") dated June 5, 1997, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on September 4, 1997 with Recordation No. 20850. Subsequently, the Memorandum of Lease Amendment No. 1 was duly filed with the STB on May 12, 1998 with Recordation No. 20850-A. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 20850-B.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 2 on the date indicated below its signature.

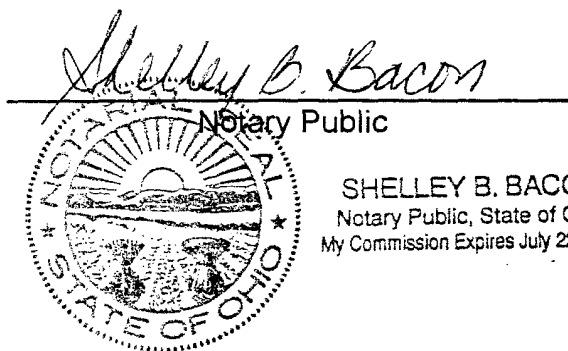
DJJ TRANSPORTATION SERVICES, INC.**UNITED STATES GYPSUM COMPANY**By: By: Name: James H. GoetzName: AL BORMTitle: Vice PresidentTitle: VICE PRESIDENTDate: June 3, 1998Date: July 9, 1998

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 3rd day of June, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

July 22, 2002



STATE OF IL)
)
COUNTY OF Cook) SS:

The foregoing instrument was acknowledged before me this 9th day of July 1998, by AL Borm, the Vice President of United States Gypsum Company, a Delaware corporation, on behalf of the corporation.

Caroline M. Schumacher
Notary Public

My Commission expires:

9/29/98



EXHIBIT A

To the Memorandum of Lease Amendment No. 2 dated June 3, 1998, between DJJ Transportation Services, Inc. and United States Gypsum Company.

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks as follows:

DJJX 309	DJJX 570	DJJX 7000
DJJX 339	DJJX 7200	DJJX 7057
DJJX 349	DJJX 7204	DJJX 7063
DJJX 404	DJJX 7208	DJJX 7067
DJJX 422	DJJX 7219	DJJX 7095
DJJX 502	DJJX 7224	DJJX 7097
DJJX 533	DJJX 7226	